

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

IpLEARN, LLC,

Plaintiff,

v.

WBT SYSTEMS, LTD., *et al.*,

Defendants.

Civil Action No. 11-825-LPS

DEMAND FOR JURY TRIAL

**IpLEARN, LLC'S ANSWER TO DEFENDANT BEELINE ACQUISITION
CORPORATION'S COUNTERCLAIMS**

Plaintiff IpLearn, LLC ("IpLearn"), by and through its undersigned attorneys, answers the counterclaims of Defendant Beeline Acquisition Corporation ("Beeline") by corresponding paragraph number as follows:

COUNTERCLAIMS

1. IpLearn admits that Beeline purports to assert counterclaims against IpLearn, but denies the merits of the counterclaims. IpLearn reserves the right to respond to any additional counterclaims that Beeline may assert in the future.

NATURE OF THE ACTION

2. IpLearn admits that Beeline purports to seek a judgment declaring that the claims of U.S. Patent Nos. 6,213,780 (the "780 patent"); 6,398,556 (the "556 patent"); and 6,126,448 (the "448 patent") are invalid and not infringed by Beeline under the patent laws of the United States, 35 U.S.C. §§ 1, *et seq.*, but IpLearn denies that Beeline is entitled to any such relief.

THE PARTIES

3. Admitted.

4. Admitted.

JURISDICTION AND VENUE

5. IpLearn admits that Beeline purports to seek declaratory relief arising under the Declaratory Judgment Act and the Patent Laws of the United States, but IpLearn denies that

Beeline is entitled to any such relief. IpLearn admits that the Court has jurisdiction over the subject matter of the Beeline's counterclaims. IpLearn admits that an actual and continuing controversy exists between the parties with respect to the validity and infringement of the '780, '556, and '448 patents.

6. Admitted.

7. Admitted.

COUNT ONE

(Declaratory Judgment of Non-Infringement of the '780, '556 and '448 patents)

8. IpLearn incorporates its response to paragraphs 1-7 of Beeline's counterclaims as if fully set forth herein.

9. Admitted.

10. IpLearn admits that Beeline purports to seek a judicial declaration finding that Beeline has not infringed and does not infringe, directly or indirectly, literally or under the doctrine of equivalents, any valid and enforceable claim of the '780, '556, and '448 patents, but IpLearn denies that Beeline is entitled to any such relief.

COUNT TWO

(Declaratory Judgment of Invalidity of the '780, '556, and '448 patents)

11. IpLearn incorporates its response to paragraphs 1-10 of Beeline's counterclaims as if fully set forth herein.

12. Admitted.

13. IpLearn admits that Beeline purports to seek a judicial declaration finding that the '780, '556, and '448 patents are invalid for failure to meet the conditions of patentability and/or otherwise comply with the requirements of 35 U.S.C. § 100 *et seq.*, but IpLearn denies that Beeline is entitled to any such relief.

PRAYER FOR RELIEF

WHEREFORE, IpLearn prays for the following relief with regard to Beeline's counterclaims:

- A. A dismissal with prejudice of Beeline's counterclaims;
- B. An adjudication that Beeline is not entitled to any relief on its counterclaim, including, without limitation, any fine or damages; and
- C. Costs and such further relief to which IpLearn is entitled, and which the Court deems just and equitable.

DEMAND FOR JURY TRIAL

IpLearn demands a trial by jury on all issues so triable.

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